

RECORDATION NO. 25185 FILED

SEP 10 '04

3-28 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 10, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of August 19, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Mitsui Rail Capital, LLC 5215 Old Orchard Road Suite 505 Skokie, IL 60077
Lessees:	Protrade Steel Company LLC 70 West Streetsboro St., Suite 201 Hudson, OH 44236 Wilmot Transportation and Logistics LLC 278 Crackel Road Aurora, OH 44202

Mr. Vernon A. Williams
September 10, 2004
Page Two

A description of the railroad equipment covered by the enclosed document
is:

40 railcars MBKX 287001 - MBKX 287040, inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**PROTRADE STEEL COMPANY LLC AND WILMOT TRANSPORTATION AND
LOGISTICS LLC
("LESSEE")**

AUGUST 19, 2004

RECORDATION NO.

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SURFACE TRANSPORTATION BOARD

Memorandum of a Lease Agreement made and entered into as of **August 19, 2004** by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and ProTrade Steel Company LLC, an Ohio limited liability corporation and Wilmot Transportation and Logistics LLC an Ohio limited liability corporation ("**Lessee**").

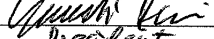
WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 40, 2743 c.f. capacity, 52'6" Thrall built mill gondola railcars with 5'6" sides, 286,000 GWR
2. Railcars bearing marks and numbers as follows:

MBKX 287001-287040 inclusive
3. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.


Lessor: Mitsui Rail Capital, LLC

By: 
Title: President
Date: 9/7/2004

Lessee: ProTrade Steel Company LLC

By: _____
Title: _____
Date: _____

Lessee: Wilmot Transportation and Logistics
LLC

By: 
Title: President
Date: 9/1/04

STATE OF ILLINOIS

COUNTY OF COOK

On this 7th day of Sept, 2004, before me personally appeared Yasushi Imai, to me personally known, who being by me duly sworn, says that he is the PRESIDENT of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



My commission expires:

Teresa Taylor
NOTARY PUBLIC

STATE OF Ohio

COUNTY OF Portage

On this 13th day of Sept, 2004, before me personally appeared Dennis E. Wilmoth, to me personally known, who being by me duly sworn, says that he is the President of Wilmoth Transport Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Patricia M. Elswick
NOTARY PUBLIC

My commission expires
PATRICIA M. ELSWICK
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES
DECEMBER 6, 2004
RECORDED IN SUMMIT COUNTY

Memorandum of a Lease Agreement made and entered into as of **August 19, 2004** by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and ProTrade Steel Company LLC, an Ohio limited liability corporation and Wilmot Transportation and Logistics LLC an Ohio limited liability corporation ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 40, 2743 c.f. capacity, 52'6" Thrall built mill gondola railcars with 5'6" sides, 286,000 GWR
2. Railcars bearing marks and numbers as follows:

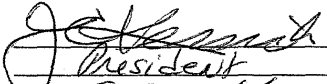
MBKX 287001-287040 inclusive
3. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: Mitsui Rail Capital, LLC

By: _____
Title: _____
Date: _____

Lessee: ProTrade Steel Company LLC

By: 
Title: President
Date: 9-2-04

Lessee: Wilmot Transportation and Logistics
LLC

By: _____
Title: _____
Date: _____

STATE OF ILLINOIS

COUNTY OF COOK

On this ___ day of ___, 20___, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

STATE OF OHIO

COUNTY OF SUMMIT

On this 2nd day of SEPT, 2004, before me personally appeared JACK C. KESSICK, to me personally known, who being by me duly sworn, says that he is the MANAGER of PROTRADE STEEL CO., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Kim Ault
NOTARY PUBLIC

My commission expires 01.29.06

KIM AULT, Notary Public
Residence - Medina County
Statewide Jurisdiction, Ohio
My Commission Expires Jan. 29, 2006

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/10/04



Robert W. Alvord